

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

PersonalWeb Technologies LLC,)
Plaintiff,) Civil Action No. 6:11-cv-660 (LED)
v.)
EMC Corporation and VMware, Inc.,) JURY TRIAL REQUESTED
Defendants.) ORAL ARGUMENT REQUESTED

)

**DECLARATION OF BETSY SUTTER IN SUPPORT OF DEFENDANTS' MOTION TO
TRANSFER VENUE TO THE NORTHERN DISTRICT OF CALIFORNIA OR, IN THE
ALTERNATIVE, TO THE CENTRAL DISTRICT OF CALIFORNIA**

I, Betsy Sutter, declare as follows:

1. I have personal knowledge of the facts set forth in this declaration and, if called to testify as a witness, could and would do so competently.

2. I am Senior Vice President of Human Resources for VMware, Inc. ("VMware"). I have been working for VMware since January 2001. I currently reside in California and work at VMware's offices in Palo Alto, California.

3. I am knowledgeable about various aspects of VMware's business, including the products and services that it offers.

VMware's Relevant Operations

4. VMware's worldwide headquarters are located in Palo Alto, California. VMware also maintains offices at other California locations, including San Francisco, Sunnyvale, San Mateo, Los Gatos, Irvine and Long Beach. Collectively, VMware employs approximately 3,530 people in California, including approximately 3,160 people in Palo Alto and approximately 170 people in San Francisco.

5. I understand that PersonalWeb Technologies LLC has filed a Complaint against VMware, alleging infringement of eight patents by "EMC VMware" products and services." VMware currently offers more than 170 distinct products and services.

6. VMware's senior management and day-to-day operations relating to its products are located primarily in Palo Alto, California. The large majority of the research and development ("R&D") employees within the United States responsible for VMware's products are located in California (primarily Palo Alto), including the Chief Technology Officer. VMware has more than 4,300 R&D employees across the company, more than 2,700 R&D employees in the United States, and more than 2,000 R&D employees in California (primarily Palo Alto). The large majority of the marketing employees responsible for VMware's products are also located in California (primarily Palo Alto), including the Chief Marketing Officer and approximately 135 marketing employees. The bulk of VMware's physical documents are located in California (primarily Palo Alto). Electronic documents and data relating to the R&D, marketing and sales of VMware's products are stored on computer servers located in Palo Alto, California and Santa Clara,

California. Accordingly, VMware anticipates that the bulk of its potentially relevant documents and witnesses will be located in California (primarily Palo Alto).

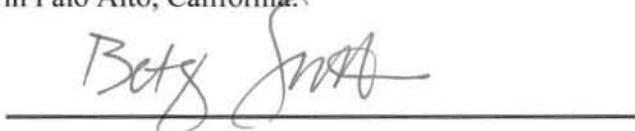
VMware's Sales Offices

7. VMware has approximately 115 field offices spread across the globe, including approximately 30 field offices in the United States. Two of these field offices are located in Texas – an office in Austin, and an office in Houston with two employees. VMware's field office in Austin includes the human resources employees responsible for recruitment, some other administrative employees, some sales employees, and approximately 25 R&D employees.

8. VMware does not expect any of its employees in Texas to have information relevant to this case.

9. VMware does not expect to have any significant number of relevant documents in Texas. Any relevant documents are likely to be duplicative of the documents maintained at VMware's headquarters in Palo Alto, California.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on February 27, 2012, in Palo Alto, California.

A handwritten signature in black ink, appearing to read "Betsy Smith", is placed over a horizontal line.